

EMMENS DAVID P
Form 4
September 13, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
EMMENS DAVID P

2. Issuer Name and Ticker or Trading Symbol
GORMAN RUPP CO [GRC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
THE GORMAN-RUPP COMPANY, 600 SOUTH AIRPORT ROAD

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2011

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Corporate Counsel & Secretary

(Street)
MANSFIELD, OH 44903

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock (401-K Plan)	03/31/2011		J	V 39 A	\$ 39.39	1,201	I By 401-K Trust
Common Stock (401-K Plan)	06/10/2011		J	V 300 ⁽¹⁾ A	\$ 30.9058	1,501	I By 401-K Trust
Common Stock (401-K Plan)	06/30/2011		J	V 20 A	\$ 32.94	1,521	I By 401-K Trust

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Plan)								
Common Stock (Company Stock Plan)	01/03/2011	L	V	18	A	\$ 32.6645	7,592	D
Common Stock (Company Stock Plan)	02/03/2011	L	V	19	A	\$ 31.6752	7,611	D
Common Stock (Company Stock Plan)	03/01/2011	L	V	17	A	\$ 36.2233	7,628	D
Common Stock (Company Stock Plan)	03/15/2011	L	V	22	A	\$ 36.0439	7,650	D
Common Stock (Company Stock Plan)	04/05/2011	L	V	15	A	\$ 39.1257	7,665	D
Common Stock (Company Stock Plan)	05/03/2011	L	V	15	A	\$ 40.4583	7,680	D
Common Stock (Company Stock Plan)	06/02/2011	L	V	14	A	\$ 41.6054	7,694	D
Common Stock (Company Stock Plan)	06/10/2011	L	V	22	A	\$ 30.9058	7,716	D
Common Stock (Company Stock Plan)	06/10/2011	L	V	<u>1,929</u> (1)	A	\$ 30.9058	9,645	D
Common Stock (Company Stock Plan)	07/06/2011	L	V	19	A	\$ 32.6256	9,664	D
Common Stock (Company Stock Plan)	08/01/2011	L	V	19	A	\$ 32.4152	9,683	D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EMMENS DAVID P THE GORMAN-RUPP COMPANY 600 SOUTH AIRPORT ROAD MANSFIELD, OH 44903			Corporate Counsel & Secretary	

Signatures

/s/David P. Emmens 09/13/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) As of June 10, 2011, the amount of common shares beneficially owned was increased due to a 5-for-4 split of the common shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.